



33 Restated Reimbursement Agreement (New Reimbursement Agreement) between the City  
34 and JPMorgan, (ii) an Amended and Restated Fee Letter Agreement (New Fee  
35 Agreement) between the City and JPMorgan, (iii) a Second Amendment to the Tender  
36 Agent Agreement between the City and the Tender Agent (Second Amendment to Tender  
37 Agent Agreement), and (iv) a Second Amendment to the Remarketing Agreement  
38 between the City and Morgan Keegan & Company, Inc. for the Subseries 2008A Bonds  
39 and a Second Amendment to the Remarketing Agreement between the City and Merrill  
40 Lynch, Pierce, Fenner & Smith Incorporated for the Subseries 2008B Bonds  
41 (collectively, Second Amendment to Remarketing Agreement).

42 (G) The Authorizing Ordinance requires a mandatory tender for purchase of the  
43 Subseries 2008A Bonds upon the replacement of the Original Subseries 2008A LOC.

44 (H) In connection with the mandatory tender of the Subseries 2008A Bonds,  
45 council finds it necessary to approve and authorize the use of a Secondary Market  
46 Information Circular for the remarketing of the Subseries 2008A Bonds.

47 (I) The City is authorized (1) to cause the delivery of the New Subseries 2008A  
48 LOC, and (2) to execute and deliver the New Reimbursement Agreement and the New  
49 Fee Agreement, all pursuant to Chapter 1371, Texas Government Code.

50 **PART 2. AUTHORIZATION.**

51 (A) Council authorizes, ratifies, and approves the replacement of the Original  
52 Subseries 2008A LOC with the New Subseries 2008A LOC. The mayor, any designee of  
53 the mayor, the city manager, any designee of the city manager, the chief financial officer  
54 of the City, the city clerk, and the city treasurer (each, an Authorized Officer, and  
55 collectively, Authorized Officers) are authorized and directed to take all actions  
56 necessary or desirable to effect the delivery of the New Subseries 2008A LOC in  
57 accordance with the provisions of the Authorizing Ordinance and this ordinance at the  
58 times and in the manner as they decide are appropriate.

59 (B) Council authorizes the negotiation, execution, and delivery of the New  
60 Reimbursement Agreement in substantially the form attached as Exhibit A, (2) the New  
61 Fee Agreement in substantially the form attached as Exhibit B, (3) the Second  
62 Amendment to Tender Agent Agreement in substantially the form attached as Exhibit C,  
63 and (4) the Second Amendment to Remarketing Agreement in substantially the forms  
64 attached as Exhibit D. Each Authorized Officer is authorized to execute and deliver the  
65 New Reimbursement Agreement, the New Fee Agreement, the Second Amendment to  
66 Tender Agent Agreement, and the Second Amendment to Remarketing Agreement, with  
67 any changes as may be approved by an Authorized Officer. The execution of the New  
68 Reimbursement Agreement, the New Fee Agreement, the Second Amendment to Tender

69 Agent Agreement, and the Second Amendment to Remarketing Agreement will be  
70 conclusive evidence the City approved each of these agreements.

71 (C) Council authorizes, ratifies, and approves the preparation, distribution, and  
72 use of the Secondary Market Information Circular in substantially the form attached as  
73 Exhibit E. To the extent required, the Secondary Market Information Circular is “final”  
74 as of its date for purposes of compliance with Rule 15c2-12 of the Securities and  
75 Exchange Commission.

76 (D) The Paying Agent/Registrar, the Tender Agent and the Remarketing Agents  
77 are authorized and directed to take all actions and give all notices as may be necessary or  
78 desirable to effect the delivery of the New Subseries 2008A LOC and all other actions  
79 authorized by this ordinance.

80 **PART 3. FURTHER PROCEDURES.** Each Authorized Officer is authorized  
81 and directed to do any and all things necessary or convenient to carry out the terms of this  
82 ordinance.

83 **PART 4. SEVERABILITY.** The provisions of this ordinance are severable. If  
84 any provision of this ordinance or its applications to any person or circumstance is held  
85 invalid, the invalidity does not affect other provisions or applications of this ordinance.

86 **PART 5. OPEN MEETING.** The City posted sufficient written notice of the  
87 date, hour, place, and subject of the meeting of the city council at which this ordinance  
88 was adopted at a place convenient and readily accessible at all times to the general public  
89 at the Austin City Hall for the time required by the Open Meetings Law, Chapter 551,  
90 Texas Government Code. This meeting has been open to the public as required by law at  
91 all times during which this ordinance and its subject matter were discussed, considered,  
92 and formally acted upon. The city council ratifies, approves, and confirms such written  
93 notice, its contents and its posting.

94 **PART 6. REPEALER.** All orders, resolutions, and ordinances (other than the  
95 Authorizing Ordinance), or their parts that are inconsistent with this ordinance are  
96 repealed only to the extent needed to eliminate the inconsistency.

97 **PART 7. EFFECTIVE IMMEDIATELY.** This ordinance takes effect  
98 immediately on its passage pursuant to Section 1201.028, Texas Government Code.

99  
100  
101  
102  
103  
104  
105  
106  
107  
108  
109

**PASSED AND APPROVED**

\_\_\_\_\_, 2012

§  
§  
§

\_\_\_\_\_  
Lee Leffingwell  
Mayor

**APPROVED:** \_\_\_\_\_

Karen M. Kennard  
City Attorney

**ATTEST:** \_\_\_\_\_

Shirley A. Gentry  
City Clerk

DRAFT

**EXHIBIT A**

[New Reimbursement Agreement]

DRAFT

**EXHIBIT B**

[New Fee Agreement]

DRAFT

**EXHIBIT C**

[Second Amendment to Tender Agent Agreement]

DRAFT

**EXHIBIT D**

[Second Amendment to Remarketing Agreement]

DRAFT

**EXHIBIT E**

[Information Circular]

DRAFT